

INTERCOLLEGIATE BROADCASTING SYSTEM
PROPOSED RECODIFICATION OF THE
BY LAWS

25 February 1956

Offices

1. The registered office shall be at 111 Westminster Street, Providence, Rhode Island.
2. The System may have offices at such other places within the continental United States as the board of directors may appoint.

Seal

3. The corporate seal of the System shall have inscribed thereon the name of the System, the year of incorporation, and the words, "Incorporated, Rhode Island".

^{Conditional}
Membership and ~~Provisional~~ Status

4. Any broadcast group operated by or for the ^{enrolled} ~~resident~~ students of an accredited institution of higher learning, and sanctioned by the administration of that institution, and not operated for the profit of any individual or group of individuals, shall be eligible for affiliation with the System, as follows:
 - a. Any such group in the process of organizing to construct, or having under construction, a campus-limited carrier-current amplitude modulated broadcast station shall, upon proper application, be granted ~~Provisional~~ ^{Conditional} status by the Manager of Member Services.
 - b. Any ^{Conditional} ~~Provisional~~ group having in operation such a station which meets all applicable provisions of the codes of the System shall, upon proper application, be granted corporate Membership by vote of the directors.
 - c. All Members shall abide by codes governing general, business, program and technical operation, adopted by the Governing Council.

Governing Council

5. The System shall have a Governing Council, consisting of one Regional Director elected by a majority vote of the Member stations and ^{Conditional} ~~Provisional~~ groups within each region, to serve a term of one year. Said regions shall be designated in advance in accordance with these by laws.
6. The Governing Council shall meet not less than once in each year, at times and places to be designated by the president or by one-third of the Regional Directors, when they shall elect, by ballot, by a plurality vote of the Member stations represented, the heads of the System's nine departments and a board of seven directors, all to serve for one year and until their successors are elected and qualify. At least five directors shall be chosen from among the department heads.
7. Written notice of the meetings of the Governing Council shall be mailed to each Regional Director at least ten days prior to each meeting.
8. Each Regional Director shall have a number of votes equal to the number of Member stations in his region, and he shall cast these votes individually in accordance with such instructions as he may receive from the Member stations; Provided, however, That in the absence of such instructions, he may cast them en bloc as he wishes.
9. Regional Directors may vote at all meetings of the Governing Council either in person or by proxy. Any person currently or formerly on the student staff of a Member station, except salaried employees of the System, may be named by an absent Regional Director as his proxy.

10. The presence of Regional Directors or their proxies representing a majority of the Member Stations shall constitute a quorum at meetings of the Governing Council for the election of department heads or directors or for the transaction of any business, except to adjourn. In the absence of a quorum, a majority of the Regional Directors attending the Governing Council meeting may adjourn the same from time to time.

11. Any Regional Director or the secretary of the System may place new business before the Governing Council through the mails and receive a vote within forty-five days unless a meeting shall be held within this time, in which case it shall be voted upon at that meeting, whereat such business shall precede all other business. A quorum for voting by mail shall consist of ballots returned by two-thirds of the Regional Directors within twenty days of receipt.

Administration

12. The following nine departments, the heads of which shall be elected by and responsible to the Governing Council, and the activities of which shall be coordinated by resolutions of the directors, shall comprise the basic administrative structure of the System: Business, Engineering, Member Services, Operations, Program, Publicity, Public Relations, Regions and Sales. The head of each department shall be entitled Manager, preceded by the name of the department, with the following exceptions: ~~Engineering Director~~ Manager of Member Services, and Regions Coordinator.

Board of directors; meetings

13. A board of seven directors of lawful age shall have the management and control of the business and property of the System.

14. The newly elected board may meet at such place and time as shall be fixed by vote of the Governing Council at the time of their election, for the purpose of organization and otherwise, and no notice of such meeting shall be necessary to the newly elected directors in order to constitute the meeting legally; or such place and time may be fixed by the written consent of the directors.

15. At the first meeting after their election the board shall choose from among their number a president, treasurer and secretary. They may also choose a vice president. Each person so chosen shall retain his office or offices until his successor is chosen and qualifies.

16. Meetings of the board to be held at Providence may be called by the president or by the secretary on one day's notice to each director, either personally or by wire, and this shall be done upon written request of any three directors. Special meetings may be held at any place and time by the written assent of all the directors.

17. A majority of all the elected directors shall constitute a quorum for the transaction of business at any meeting of the board, but if at any such meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is in attendance.

Compensation of directors

18. Directors, as such, shall not receive any stated salary for their services: Provided, That nothing herein contained shall be construed to preclude any director from serving the System in any other capacity, and receiving such remuneration therefor as shall be authorized by the board.

The president

19. The president shall be the principal officer of the System, and shall preside at all meetings of the Governing Council and of the board of directors. He may fix the time and place of meetings of the Governing Council, call regular meet-

ings of the board of directors, appoint such committees as these by laws shall designate, and execute such documents, subject to the approval of the directors, as by law or custom require the signature of the president.

The treasurer

20. The treasurer shall have custody of all corporate monies, securities and properties, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the System, and shall deposit all monies and other valuable effects in the name, and to the credit of the System, in such depositories as the board of directors may on his recommendation designate. He shall disburse the funds of the System as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the directors, whenever they may require it, a report of the financial condition of the System. In the event of his incapacity to act, disbursements may be made by the president, or by the vice president, if such there be.

The secretary

21. The secretary shall attend all sessions of the board and all meetings of the Governing Council and act as clerk thereof, and shall record all votes and the minutes of all proceedings in a book or books to be kept for that purpose. He shall give, or cause to be given, notice of all meetings to the Governing Council and to the board of directors, and shall have custody of the corporate seal, which he may turn over to the custody of such other officer or committee as the board may designate.

The vice president

22. In the event of the president's incapacity to act, the vice president, if such there be, shall assume his duties. If there be no vice president, by law 26 shall govern.

Vacancies

23. If the office of any director, or of the president, treasurer or secretary, one or more, becomes vacant, by reason of death, resignation, or otherwise, the directors in office, although less than a quorum, by a majority vote, may choose a successor or successors, who shall hold office for the unexpired term.

24. If the office of any department head becomes vacant, by reason of death, resignation, or otherwise, the directors, by a majority vote, may choose ~~an~~ ^{Successor} acting head, who shall hold office for the unexpired term.

Officers may resign

25. Any director or other officer may resign his office at any time, such resignation to be made in writing, and to take effect from the time of its receipt by the System, unless some time be fixed in the resignation, and then from that time. The acceptance of a resignation shall not be required to make it effective.

Duties of officers may be delegated

26. In case of the incapacity of any officer of the System to act, the board may delegate for the time being, not to exceed the unexpired term, the powers or duties of such officer to any other officer or director: Provided, That a majority of the entire board concur therein.

Conduct of meetings

27. The Governing Council shall enact and publish rules for the conduct of its meetings, attendance thereat, and the introduction of business therein.

28. The Governing Council shall enact and publish rules for the conduct of regional meetings.

Suspension; expulsion

29. Upon sufficient evidence that any Member has violated any applicable code, or that any Member or ^{Conditional} Provisional group has failed to abide by any other requirement of these by laws, or has acted in any way prejudicial to the purposes of the System or has been inactive for twelve months, the board of directors may suspend such group from its status by a two-thirds vote.

30. Suspensions shall be reviewed by the Governing Council at its next meeting, the group under suspension having the right to an oral hearing at said meeting, when the Governing Council may, by a two-thirds vote of the Member stations represented, reinstate the group, continue the suspension until the next meeting of the Governing Council, or remove such group from its status, thereby expelling it from the System.

Committees

31. The board of directors may, by a two-thirds vote of all the directors, establish one or more committees, each of a temporary nature and for a specific purpose. It shall have a standing committee on membership, composed ex officio of the president, the treasurer, and such directors as may head the Business, Engineering and Member Services departments.

32. The president shall annually appoint a regions committee of not less than two members, which shall designate the boundaries of the regions in such a way that:

- a. each Member station is included in a region;
- b. a reasonable distribution of Member stations is achieved;
- c. reasonable geographical lines are followed;
- d. the personnel of Member stations in the region may meet at one place with reasonable convenience.

The boundaries of all regions shall be reviewed by each annual committee, and changes, to take effect in July, August or September, made as necessary.

33. At least sixty days prior to each meeting of the Governing Council, the president shall appoint a nominations committee of three members, which shall nominate seven candidates for the board of directors and candidates for heads of departments. At least ^{ten} ~~thirty~~ days prior to each such meeting, the Regional Directors shall be notified of the nominations and supplied with a brief personal biography of each nominee.

Dues

34. Each Member station shall be assessed dues of \$35 annually.

35. Each ^{Conditional} Provisional group shall pay dues of \$35 upon admission to the System, this amount constituting full payment through the end of the academic year in which admitted. Thereafter, each such group shall be assessed dues of \$35 annually.

36. ^{Conditional} Provisional groups admitted to Membership shall not be subject to additional assessment: ^{Conditional} Provided, That no group shall be admitted to Membership which does not at that time hold ^{Conditional} Provisional status or which has not fully paid its dues for that status.

37. The treasurer shall grant a reduction of five dollars on the dues of any Member station or ^{Conditional} Provisional group which tenders a remittance, binding purchase order, or assignment of credits therefor within sixty days after date of invoice. The dues paid by any station or group on admission or readmission to the System shall not be eligible for this reduction.

National advertising; rates

38. Fifteen per centum of net national advertising receipts obtained by the System or its duly designated representatives, and accruing to any Member station or ^{Conditional} Provisional group by virtue of a contract signed by the System on behalf of such station or group, shall be retained by the System to defray expenses incurred from handling these accounts, and other operating expenses of the System.

39. The following national advertising rates are established for all national advertising secured by the System. It is suggested that local advertising be sold at rates approximately one-half of the established national rates:

Station Coverage	Size Group	1 Hour	1/2 Hour	1/4 Hour	10 Min.	5 Min.	1 Min.	20 Sec.
2501-plus	A	\$30.00	\$18.00	\$12.00	\$9.00	\$6.00	\$4.50	\$3.00
1501-2500	B	25.00	15.00	10.00	7.50	5.00	4.25	2.75
1001-1500	C	20.00	12.00	8.00	6.00	4.00	3.40	2.20
zero-1000	D	15.00	9.00	6.00	4.50	3.00	2.55	1.65

Group Discounts:

23 stations	1%
each additional 3	1%
maximum	20%

Frequency Discounts:

13 times	5	%
26 times	10	%
39 times	12 1/2	%
52 times	15	%
104 times	17 1/2	%
130 times	20	%
260 times	30	%
390 times	50	%*

*no group discount allowed

Frequency discounts ADDED to group discounts. Group discounts based on the number of System stations on a single contract instrument or modification thereof.

Regional Personnel

40. The Regional Director for each region shall be elected in the Spring of each year at a meeting of the Regional Council, or if no meeting be held, by mail ballot sent out not later than May 15 according to such procedure as the board of directors may determine.

41. Upon the resignation or incapacity to act of the Regional Director, the board of directors may appoint an acting Regional Director, who shall hold office until a successor is elected.

42. The Regional Director may appoint such regional officers as he deems necessary to carry on the business of the region, the appointments to be confirmed either by the Regional Council or by the board of directors. These officers shall hold office at the pleasure of the Regional Director unless the Regional Council shall specify a definite term, not greater than one year.

Fiscal year

43. The System's fiscal year shall begin on the first day of July in each year and terminate on the thirtieth day of June in the year next succeeding.

Amendments

44. The Governing Council, by the affirmative vote of Regional Directors or proxies representing a majority of the Member stations, may alter or amend these by laws.

insert 4 (c):

Any group not eligible for Membership or Conditional status, whose purpose coincides in whole or in part with that of the System, shall upon proper application be granted Associate status by vote of the directors.

(modified from old Con. III 3, added from floor 25 Feb 56)